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OF COUNSEL
URBAN A. LESTER

December 10, 1993

RECORDATION NO. 18509 FILED 1425

DEC 10 1993 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

0100064039

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of a Memorandum of Master Equipment Lease Agreement, dated as of November 30, 1993, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177. 801

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856

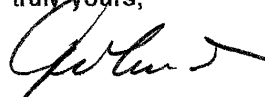
Lessee: Minnesota Corn Processors, Inc.
400 West Main Street, Suite 201
Marshall, Minnesota 56258

A description of the railroad equipment covered by the enclosed document is:
Sixty-five (65) tank cars manufactured by Trinity Industries and
marked AMIX 200000 through AMIX 200064, inclusive.

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

Enclosures

Handwritten notes:
Elias C. Alvord
Ellsworth C. Alvord

Interstate Commerce Commission
Washington, D.C. 20423

12/10/93

OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord & Alvord

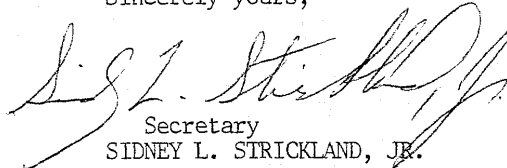
918 16th St N.W. Suite 200

Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 12/10/93 at 11:25am, and assigned
recordation number(s). 18509

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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214.14

MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT

18509
RECORDATION NO. _____ FILED 1428

DEC 10 1993 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 7715030 (the "Lease Agreement") dated as of November 30, 1993, and that certain Lease Schedule No. 801 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and Minnesota Corn Processors ("Lessee"), having its principal place of business located at 400 West Main Street, Suite 201, Marshall, Minnesota 56258-1236, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Master Equipment Lease Agreement (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this day 10 of December, 1993.

PITNEY BOWES CREDIT CORPORATION

BY: [Signature]

ITS: Vice President, External Finance
Division

MINNESOTA CORN PROCESSORS

BY: [Signature]

ITS: President

EXHIBIT A

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL & REPORTING MARKS</u>
Sixty-five (65)	1993 17,574 gallon railroad tank cars	Trinity Industries DOT111A100W3 AMIX 200000 through and including 200064

and all accessories, attachments, accessions, substitutions thereto.

STATE OF Minnesota
COUNTY OF Lyon

SS.

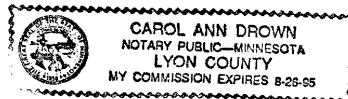
On December 6, 1993 before me, Richard Ougenson
(Notary Name and Title)
personally appeared Carol Ann Brown

personally know to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Carol Ann Brown

(Notarial Seal)



STATE OF CONNECTICUT

SS.

COUNTY OF Fairfield

On December 10, 1993 before me, Diane Furrow
(Notary Name and Title)

personally appeared George J. Then

personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that
he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Diane Furrow

NOTARY PUBLIC
My Commission Expires March 31, 1994

(Notarial Seal)